FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISS...
Washington, D.C. 20549

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OMB APPROVAL

3235-0076 April 30, 2008

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FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

	s	SEC USE ONLY	
Prefix	1	Serial	
	D	ATE RECEIVED	_
	1		

Name of Offering (□ check if this is an amendment and name has changed, and indicate change.)					
Series D Convertible Preferred Stock		/	•		
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505 ■ Rule 506 □ Section	4(6) □ ULOE	101		
Type of Filing: □ New Filing ■ Amendmen	nt .	RECEN	VED CO		
	A. BASIC IDENTIFICATION DATA				
1. Enter the information requested about the is	ssuer	('n n' 1)	1 2005		
Name of Issuer (check if this is an amendment	ent and name has changed, and indicate change.)				
Netezza Corporation		100	b		
Address of Executive Offices (Number a					
200 Crossing Boulevard, Framingham, MA	01702	508-665-6800			
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)		Telephone Number (Including Area Code)			
Brief Description of Business:		<u> </u>			
Provider of enterprise-class data warehouse	appliances.		PROCESSED		
Type of Business Organization					
corporation	☐ limited partnership, already formed	□ other (please specify):	JUL 1 4 2015		
□ business trust	☐ limited partnership, to be formed		10 F 1 1 CANA		
Associate Estimated Data of Income with the	Month Year Dreanization 08 00 ■ Actual □ Estimated		IHOMSON		
Actual or Estimated Date of Incorporation or C	Organization U8 UU ■ Actual □ Estimated				

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: □ Promoter ■ Beneficial Owner ■ Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Saxena, Jitendra S. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Netezza Corporation, 200 Crossing Boulevard, Framingham, MA 01702 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Hinshaw, Foster D. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Netezza Corporation, 200 Crossing Boulevard, Framingham, MA 01702 Check Box(es) that Apply: □ Promoter □ Beneficial Owner ■ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Scannell, Patrick J., Jr. **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Netezza Corporation, 200 Crossing Boulevard, Framingham, MA 01702 Check Box(es) that Apply: □ Executive Officer □ Promoter □ Beneficial Owner Director □ General and/or Managing Partner Full Name (Last name first, if individual) Skok, David R. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Netezza Corporation, 200 Crossing Boulevard, Framingham, MA 01702 Check Box(es) that Apply: ☐ Executive Officer □ Promoter □ Beneficial Owner Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Dintersmith, Ted Business or Residence Address (Number and Street, City, State, Zip Code) c/o Netezza Corporation, 200 Crossing Boulevard, Framingham, MA 01702 Check Box(es) that Apply: □ Beneficial Owner □ Executive Officer □ Promoter ■ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Curme, Oliver **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Netezza Corporation, 200 Crossing Boulevard, Framingham, MA 01702 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer ■ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Zander, Edward J. **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Netezza Corporation, 200 Crossing Boulevard, Framingham, MA 01702 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Executive Officer ■ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Kane, Charles F. **Business or Residence Address** (Number and Street, City, State, Zip Code) c/o Netezza Corporation, 200 Crossing Boulevard, Framingham, MA 01702 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner □ Executive Officer □Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Charles River Partnership XI, L.P. **Business or Residence Address** (Number and Street, City, State, Zip Code) 1000 Winter Street, Suite 3300, Waltham, MA 02451

A. BASIC IDENTIFICATION DATA

 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and 						
Each general and managing par	rtner of partners	up issuers.	un			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Matrix Partners VI, L.P,						
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)			
1000 Winter Street, Suite 4500, Walthan	n, MA 02451					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Samuela Carital V						
Sequoia Capital X Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
2400.000 0. 1140.000.000 1.1440.000	(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	, eng, emie,p ee	<i>3</i> 2,			
3000 Sand Hill Road, Bldg. 4, Suite 180,	, Menlo Park, C			·		
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Battery Ventures VI, L.P.						
Business or Residence Address	(Number and S	treet, City, State, Zip Coc	le)			
40 TV W 1 344 0040						
20 Williams Street, Wellesley, MA 0248 Check Box(es) that Apply:		= D 5 1 O	5 F 005	5 D' - 1	a Constant Walkington	
Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner	
Tub Name (Last name 11st, it morvious)						
WireFree Services Belgium S.A.		· · · · · · · · · · · · · · · · · · ·				
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)			
70 Blvd A. Reyers 1030 Brussels Belgiu	m					
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)		<u> </u>				
Meritech Capital Partners II L.P. Business or Residence Address	(Number and	Street, City, State, Zip Co	ada)			
dustness of Residence Address	(INDITION AND	Succi, City, State, Zip Ct	oue)			
285 Hamilton Avenue, Suite 200, Palo A	lto, CA 94301					
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Matrix VI Parallel Partnership-A, L.P,						
Business or Residence Address						
2 and						
1000 Winter Street, Suite 4500, Walthan						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
Check Box(es) that Apply:	C Decree	D Danafaial Oaman	E Eventing Officer	D.Di	Conseil and the Managine Postman	
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
and a series former respect to trian traduct)						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			

A. BASIC IDENTIFICATION DATA

	B. INFORMATION ABOUT OFFERING		······································				
		Yes	No				
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	0	•				
_	Answer also in Appendix, Column 2, if filing under ULOE.	^					
2.	What is the minimum investment that will be accepted from any individual?	\$ <u>n/a</u> Yes	No				
3.	Does the offering permit joint ownership of a single unit?	103					
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		_				
Full Non	Name (Last name first, if individual) e						
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)						
Nam	ne of Associated Broker or Dealer						
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers						
_ []	AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	All States _ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]				
Full	name (Last name first, if individual)						
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)						
Nam	ne of Associated Broker or Dealer						
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	(Check "All States" or check individual States)	All States					
_ [_ [_ [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]				
Իսև	Name (Last name first, if individual)						
Business or Residence Address (Number and Street, City, State, Zip Code)							
Nan	ne of Associated Broker or Dealer						
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers						
	(Check "All States" or check individual States)	All States					
_ [_ [AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID]				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS $\,$

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>20,150,000.55</u>	\$ <u>20,150,000.55</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>20,150,000.55</u>	\$ <u>20,150,000.55</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	16	\$ <u>20,150,000.55</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		Ψ
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		•
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	D	\$
	Printing and Engraving Costs		\$
	Legal Fees		\$ <u>80,000</u>
	Accounting Fees	٥	\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	0	\$
	Other Expenses (identify)		•
			Φ
	Total		\$ 80,000

	b. Enter the difference between the aggregate offering price given in response to Part C - I and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."			\$_20,070,000.55
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to for each of the purposes shown. If the amount for any purpose is not known, furnish an earn check the box to the left of the estimate. The total of the payments listed must equal adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.	o be used stimate		.320,070,000.35
			Payments to Officers, Directors, & Affiliates	Payments To Others
.:	Salaries and fees		<u>s</u>	\$
:	Purchase of real estate	Û	S	D S
	Purchase, rental or leasing and installation of machinery and equipment	, io	\$	G S
	Construction or leasing of plant buildings and facilities	Ð	S	_ S
	Acquisition of other business (including the value of securities involved in this officing that may be used in exchange for the assets or securities of another issuer pursuant to a			
	merger)	Ð	<u>\$</u>	<u>в</u> \$
	Repayment of indebtedness	Ö	.	S
	Working capital	p	S	s 20,070,000.55
	Other (specify);	. 0	\$	D 2
	<u> </u>	a	<u>S</u>	o \$
	Column Totals	,	S <u> </u>	\$ 20,070,000.55
	Total Payments Listed (column totals added)		■ S_2(.070.000.55
	D. FEDERAL SIGNATU	JRE		
				0
11 (11)	ssuer has duly caused this notice to be signed by the undersigned duly authorized person. I deriaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon vecredited investor pursuant to paragraph (b)(2) of Rule 502.	If this notice is written request	filed under Rule 505, the fi of its staff, the information	ollowing signature constitutes furnished by the issuer to any
	(Print or Type) za Corporation Signature Secret		Date July 6 , 2005	
amo	of Signer (Print or Type) Title of Signer (Print or Type)			
ten	Ira S. Saxena Chief Executive Officer			
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	ATTENTION			
	Intentional misstatements or omissions of fact constitute federa	al criminal	violations. (See 18 U	.S.C. 1001.)
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